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FILED
OCT 17 2019

BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

APPLICANTS: CHESAPEAKE OPERATING, L.L.C. AND)
 CHESAPEAKE EXPLORATION, L.L.C.)
)
RELIEF SOUGHT: INCREASED WELL DENSITY)
)
LEGAL DESCRIPTION: SECTION 16)
 TOWNSHIP 18 NORTH)
 RANGE 6 WEST OF THE IM)
 KINGFISHER COUNTY, OKLAHOMA)

Cause CD No.
201905150

APPLICATION

1. Parties:

1.1. Applicants herein are Chesapeake Operating, L.L.C. and Chesapeake Exploration, L.L.C., whose address for the purposes hereof is P.O. Box 54768, Oklahoma City, Oklahoma 73154-1768. The landman for Applicants is **Kate Ivey**, P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496, Telephone: **(405) 935-4879**.

1.2. Applicants are each the owner of the right to drill a well into and produce hydrocarbons from the Oswego common source of supply underlying the 640-acre horizontal drilling and spacing unit comprised of Section 16, Township 18 North, Range 6 West of the IM, Kingfisher County, Oklahoma.

1.3. The name and last-known address of each person or governmental entity, other than Applicants, currently having the right or claiming to have the right to participate in production from the common source of supply involved herein in the 640-acre horizontal drilling and spacing unit formed therefor in Section 16, are set forth in Exhibit "A" attached hereto and made a part hereof. Applicants are operators of a well or wells which have been commenced to or are currently producing from the common source of supply involved herein on the tracts of land or drilling and spacing units surrounding Section 16 and the names and last-known addresses of the working interest owners, other than Applicants, in such offset well or wells are set forth in Exhibit "A." The name and last-known address of each operator, other than Applicants, of a well which has been commenced to or is currently producing from the common source of supply involved herein on the tracts of land or drilling and spacing units surrounding said Section 16 are set forth in Exhibit "A."

2. Allegations of Fact:

2.1. By Order No. 681962, dated August 23, 2018, the Commission formed a 640-acre horizontal drilling and spacing unit comprised of Section 16, Township 18 North, Range 6 West of the IM, Kingfisher County, Oklahoma, for the Oswego common source of supply.

2.2. The W A Burton Jr. 1 Well, is located as to the surface and bottom hole in the center SW/4 SW/4 of Section 16, Township 18 North, Range 6 West, and is completed in and produces from common sources of supply to include the Oswego common source of supply. The W A Burton Jr. 1 Well is operated by Teocalli Exploration, LLC.

2.3. The Wesley 28-18-6 1HC Well, is located as to the surface in the NW/4 NE/4 of Section 28, Township 18 North, Range 6 West, and as to the bottom hole location in the

OKLA CORP COMM
 RECEIPT 2003620087
 Date: 10/17/2019 Time: 13:12
 Case: 201905150 CD Cashier: SSA
 Payor: CHESAPEAKE OPERATING
 7501
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 1206 FEE
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NE/4 of Section 16, Township 18 North, Range 6 West, and is completed in and produces from common sources of supply to include the Oswego common source of supply. The Wesley 28-18-6 1HC Well is operated by Chesapeake Operating, L.L.C.

2.4. Additional or new data has been obtained in connection with the Oswego common source of supply sufficient to show a substantial change in conditions or change in knowledge of conditions existing in connection with such common source of supply underlying said Section 16 in that it now appears that the wells will not and cannot effectively and efficiently drain all of the primarily recoverable hydrocarbons in such common source of supply underlying such section. Therefore, three additional wells are necessary for the Oswego common source of supply underlying said Section 16 so as to produce hydrocarbons therefrom.

2.5. In order to protect correlative rights, obtain the greatest ultimate recovery of oil and gas and prevent the various types of waste, the Commission should authorize and permit three additional wells for the production of hydrocarbons from the Oswego common source of supply underlying Section 16, and establish proper allowables for such wells and unit.

3. Legal Authority: The relief sought by this application is authorized by Tit. 52, Okla. Stat., Section 87.1.

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4. Relief Sought: Applicants request the Corporation Commission enter an order, to be effective as of the date of the execution thereof or as of a date prior thereto, amending applicable orders of the Commission, including Order No. 681962, to authorize and permit three additional wells for the production of hydrocarbons from the Oswego common source of supply underlying the unit comprised of Section 16, Township 18 North, Range 6 West of the IM, Kingfisher County, Oklahoma, with such authorization and permission running in favor of one or both of the Applicants, including Chesapeake Exploration, L.L.C. acting by and through its agent, Chesapeake Operating, L.L.C., or some other party recommended by Applicants, and to establish proper allowables for such well and unit.

DATED this 17th day of October 2019.

CHESAPEAKE OPERATING, L.L.C. and
CHESAPEAKE EXPLORATION, L.L.C.

Freda L. Williams, OBA 16338
P.O. Box 18496
Oklahoma City, OK 73154-0496
Physical address
6100 N. Western Avenue (73118)
(405) 935-9485
(405) 849-0002 (facsimile)
freda.williams@chk.com (email)
ATTORNEY FOR APPLICANTS

For more information regarding this Application, contact Kate Ivey, Chesapeake Operating, L.L.C., P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496, Telephone: (405) 935-4879.

EXHIBIT "A"

1. Arapaho Land Co, LLC
1021 NW Grand Boulevard
Oklahoma City, OK 73118
2. Balanced Rock Energy Partners, LLC
P. O. Box 54314
Oklahoma City, OK 73154
3. Beachbums Energy, LLC
11360 N. 106th Street
Scottsdale, AZ 85259
4. Elly B. Beard 2007 Trust
c/o Elly B. Beard
12316 Saint Andrews Drive, Suite A
Oklahoma City, OK 73120
5. BGM Production, LLC
P. O. Box 500
Marlow, OK 73055
6. BGM Production, LLC
c/o Greg Mahaffey
507 W. Arapahoe Street
Marlow, OK 73055
7. Black Oak Land & Minerals, LLC
612 Glenlake Drive
Edmond, OK 73013
8. Blackacre Resources, LLC
P. O. Box 1534
Oklahoma City, OK 73101
9. Blue Ridge Energy, LLC
P. O. Box 26567
Phoenix, AZ 85068
10. Bobby's Piggy Bank, LLC
c/o Tim Bomhoff
2 Leadership Square
211 North Robinson, 10th Floor
OKC, OK 73102
11. Bobby's Piggy Bank, LLC
P.O. Box 442
Okarche, OK 73762
12. Russell G. Burton
10800 Sundance Drive
Yukon, OK 73099
13. W. A. Burton Trust
14961 E. 640 Road
Hennessey, OK 73742
14. W. A. Burton Trust
c/o Russell Burton
10800 Sundance Drive
Yukon, OK 73099
15. W. A. Burton Trust
811 Lucinda Lane
Kingfisher, OK 73750
16. Chaparral Energy, LLC
701 Cedar Lake Boulevard
Oklahoma City, OK 73114
17. Cherokee Debt Acquisition, LLC
1325 Avenue of the Americas, Floor 28
New York, NY 10019
18. Chisholm Oil & Gas Operating, LLC
6100 S. Yale Avenue, Suite 1700
Tulsa, OK 74316
19. Cimarex Energy Co
202 S. Cheyenne Ave, Suite 1000
Tulsa, OK 74103
20. Dale Red River Resources, LLC
2100 Ross Avenue, Suite 1870
Dallas, TX 75201
21. The Paul and Ann Detwiler Revocable Trust
dated June 9, 2016
c/o Ann Detwiler
4308 NW 56th Terrace
Oklahoma City, OK 73112
22. DMS Reserves, LLC
P. O. Box 430
Fulton, CA 95439
23. Echo Energy Partners I, LLC
3817 NW Expressway Suite 840
Oklahoma City, OK 73112

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| 24. | Kenneth R. Feagins Revocable Trust u/a
dated June 19, 2013
c/o Kenneth Ray Feagins
805 Parkside Road
Norman, OK 73702 | 35. | Ibex Resources Co, LLC
1021 NW Grand Boulevard
Oklahoma City, OK 73118 |
| 25. | Thomas B. Feagins
20162 N. 2810 Road
Kingfisher, OK 73750 | 36. | Isaacs Fam LLP
c/o XTO Energy, Inc
22777 Springwoods Village Parkway
Spring, TX 77390 |
| 26. | Gastar Exploration, Inc
1331 Lamar Street, Suite 650
Houston, TX 77010 | 37. | Cheryl L. Jennings
P. O. Box 261
Newalla, OK 74857 |
| 27. | Janice Lea Gorrell
4466 W. County Road 66
Mulhall, OK 73063 | 38. | JIMA, LLC
c/o Bret Towne
1409 Little Horn Road
Edmond, OK 73034 |
| 28. | F. H. Hartman Trust Dated 8-27-92
c/o Beverly Hartman
3120 NW 69th Street
Oklahoma City OK 73116 | 39. | T. Phillip Kierl and Susan Kierl
P. O. Box 12884
Oklahoma City, OK 73157 |
| 29. | F.H. Hartman Trust B
c/o Beverly Hartman
3120 NW 69th Street
Oklahoma City, OK 73116 | 40. | Leeman Energy Corp
P. O. Box 54555
Oklahoma City, OK 73154 |
| 30. | Hill Energy, LLC
c/o Jerry L. Dennis
3809 E. 83rd Street
Tulsa, OK 74137 | 41. | Leeman Energy Corp
1900 NW Expressway, Suite 500
Oklahoma City, OK 73118 |
| 31. | James Robert Hill a/k/a Robert Hill a/k/a Bob
Hill
1510 S. 10th Street
Kingfisher, OK 73750 | 42. | Leeman Energy Corp
1601 NW Expressway, Suite 1300
Oklahoma City, OK 73118 |
| 32. | Janet Rae Hill Revocable Trust
c/o Kristopher Wayne Olson
3614 56th Avenue SW
Seattle, WA 98116 | 43. | Thomas J. Leutkemeyer
P. O. Box 720420
Oklahoma City, OK 73172 |
| 33. | Janet Rae Hill Revocable Trust
c/o Kristopher Wayne Olson
3704 W. Dravus Street
Seattle, WA 98199 | 44. | Thomas J. Leutkemeyer
12409 Blue Sage Road
Oklahoma City, OK 73120 |
| 34. | Janet Rae Hill Revocable Trust
939 South 10th Street
Kingfisher, OK 73750 | 45. | M Code, LLC
5744 E. Joshua Tree Lane
Paradise Valley, AZ 85253 |
| | | 46. | Marathon Oil Company
5555 San Felipe Street
Houston, TX 77056 |

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| 47. | Melissa Mahaffey, LLC
c/o Greg Mahaffey
507 W. Arapahoe Street
Marlow, OK 73055 | 59. | Quail Creek Royalty, LLC
c/o XTO Energy, Inc
22777 Springwoods Village Parkway
Spring, TX 77391 |
| 48. | Melissa Mahaffey, LLC
P. O. Box 500
Marlow, OK 73055 | 60. | RBC Oil & Gas Holdings, LLC
P. O. Box 25313
Dallas, TX 75225 |
| 49. | Sherril M. Mitchell
P. O. Box 136
Mullhall, OK 73063 | 61. | Rebound Oil Co
c/o Kenny Choate
P. O. Box 543
Helena, OK 73741 |
| 50. | MLM Production Co, LLC
P. O. Box 500
Marlow, OK 73055 | 62. | Rebound Oil Co.
c/o Kenny Choate
218 E. Third
Helena, OK 73741 |
| 51. | MLM Production Co, LLC
c/o Greg Mahaffey
507 W. Arapahoe Street
Marlow, OK 73055 | 63. | Rumble Minerals, LLC
c/o Payrock Energy
3200 Quail Springs Parkway, Suite 210
Oklahoma City, OK 73134 |
| 52. | Norbert, LLC
P. O. Box 4951
Scottsdale, AZ 85261 | 64. | SLJ EOF III, Ltd
4311 W. Lovers Lane, Suite 200
Dallas, TX 75209 |
| 53. | Northwest Oil & Gas Exploration, LLC
P. O. Box 20310
Oklahoma City, OK 73156 | 65. | Spess Oil Company, Inc
200 S. Broadway Street
Cleveland, OK 74020 |
| 54. | Northwest Oil & Gas Exploration, LLC
125 Park Avenue, Suite LL
Oklahoma City, OK 73102 | 66. | Stockbridge Consulting, Inc
1500 W. Edmond Road
Edmond, OK 73003 |
| 55. | Orchid AD3, LLC
2100 Ross Avenue, Suite 1870, LB-9
Dallas, TX 75201 | 67. | Patricia Pope Strieber
P. O. Box 203312
Austin, TX 78720 |
| 56. | Helen M. Patocka Living Trust dated January
24, 1997
c/o Helen M. Patocka
22637 State Highway 51
Hennessey, OK 73742 | 68. | Patricia Pope Strieber
9705 Queensland Drive
Austin, TX 78729 |
| 57. | PEC Minerals, LP
c/o Providence Energy
16400 North Dallas Parkway, Suite 400
Dallas, TX 75248 | 69. | Teocalli Exploration, LLC
6608 N. Western Avenue, #404
Oklahoma City, OK 73116 |
| 58. | Jim Calvin Pope, Jr.
1901 Park Manor Court
Eules, TX 76039 | 70. | Tip Oil Co., LLC
P. O. Box 720420
Oklahoma City, OK 73172 |

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71. Tip Oil Co., LLC
8104 NW 122nd Street
Oklahoma City, OK 73142
72. Tip Oil Co., LLC
c/o Thomas Luetkemeyer
12409 Blue Sage Road
Oklahoma City, OK 73120
73. Cindy L. Trebes f/k/a Cindy L. Jennings
2430 Nichols Drive
Choctaw, OK 73020
74. Turk Prodigy, LLC
32002 100th Street
Paoli, OK 73074
75. Turk Prodigy, LLC
c/o Michael Johnson
32003 100th Street
Paoli, OK 73074
76. Turk Prodigy, LLC
P.O. Box 12884
Oklahoma City, OK 73157
77. Wake Energy, LLC
P. O. Box 5141
Scottsdale, AZ 85261
78. Wake Energy, LLC
P. O. Box 5074
Edmond, OK 73082
79. Wake Energy, LLC
5505 NW 159th Street
Edmond, OK 73013
80. Judy D. Whipple Living Trust dated January
19, 2010
c/o Judy D. Whipple
320 W. Toronto Avenue
Kingfisher, OK 73750
81. XTO Energy, Inc
22777 Springwoods Village Parkway
Spring, TX 77389
82. Sabine Royalty Trust
c/o Bank of America
Lock Box 840877
Dallas, TX 75284
83. JMA Energy Co., LLC
1021 NW Grand Boulevard
Oklahoma City, OK 73118
84. Lonestar Land & Minerals, LLC
P.O. Box 140879
Dallas, TX 75214

IF ANY NAMED PERSON IS DECEASED, THEN THE KNOWN OR UNKNOWN HEIRS, EXECUTORS, ADMINISTRATORS, TRUSTEES, DEVISEES, AND ASSIGNS, IMMEDIATE AND REMOTE OF SUCH DECEDENT, ARE MADE RESPONDENTS TO THIS APPLICATION. IF ANY NAMED RESPONDENT IS A CORPORATION WHICH DOES NOT CONTINUE TO HAVE LEGAL EXISTENCE, THEN THE KNOWN OR UNKNOWN SUCCESSORS, TRUSTEES OR ASSIGNS, IF ANY OF SUCH ENTITY, ARE MADE RESPONDENTS TO THIS APPLICATION.